

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

FOOTBRIDGE LIMITED TRUST AND OHP  
OPPORTUNITY LIMITED TRUST,

Plaintiffs,

-against-

COUNTRYWIDE HOME LOANS, INC.,  
COUNTRYWIDE HOME LOANS  
SERVICING LP, COUNTRYWIDE  
FINANCIAL CORP., COUNTRYWIDE  
SECURITIES CORP., CWABS, INC.,  
CWABS ASSET-BACKED CERTIFICATES  
TRUST 2006-SPS1, CWABS ASSET-  
BACKED CERTIFICATES TRUST 2006-  
SPS2, ANGELO R. MOZILO, DAVID  
SAMBOL, BANK OF AMERICA CORP.  
AND BAC HOME LOANS SERVICING, LP,

Defendants.

09 CIV 4050 (PKC)  
ECF CASE

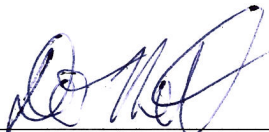
**DECLARATION OF DAVID D.  
BURNETT IN SUPPORT OF  
PLAINTIFFS' MOTION FOR LEAVE  
TO AMEND AND TO FILE THE  
THIRD AMENDED COMPLAINT**

I, DAVID D. BURNETT, declare under penalty of perjury and pursuant to 28 U.S.C. §  
1746 that the following is true and correct:

1. I am a member of the bar of the State of New York and an attorney at the  
firm of Quinn Emanuel Urquhart Oliver & Hedges, LLP, counsel for Plaintiffs Footbridge  
Limited Trust and OHP Opportunity Limited Trust in the above-captioned action.
2. I submit this Affirmation in support of the Memorandum of Law in  
Support of Plaintiffs' Motion to Amend and to File the Third Amended Complaint and to  
transmit true and correct copies of the following documents:

<u>Exhibit Letter</u>	<u>Description</u>
A	<i>Footbridge Ltd. Trust v. Countrywide Home Loans, Inc.</i> , No. 09 CIV 4050 (PKC) (S.D.N.Y. Oct. 20, 2009) (order)
B	Plaintiffs' Proposed Third Amended Complaint, filed October 30, 2009
C	<i>Footbridge Ltd. Trust v. Countrywide Home Loans, Inc.</i> , No. 09 CIV 4050 (PKC) (S.D.N.Y. July 14, 2009) (order)
D	<i>Washington State Plumbing &amp; Pipefitting Pension Trust v. Countrywide Financial Corp.</i> , No. BC392571 (Cal. Super. Ct. June 12, 2008) (complaint)
E	<i>Luther v. Countrywide Financial Corp.</i> , No. BC380698 (Cal. Super. Ct. Oct. 16, 2008) (consolidated complaint)
F	<i>Luther v. Countrywide Financial Corp.</i> , No. BC380698 (Cal. Super. Ct. 2008) (docket) (printed on Oct. 30, 2009)
G	<i>Luther v. Countrywide Financial Corp.</i> , No. CV-09-06162 (C.D. Cal. Oct. 9, 2009) (order)
H	<i>Luther v. Countrywide Financial Corp.</i> , No. CV-09-06162 (C.D. Cal. Aug. 24, 2009) (complaint for declaratory relief)

Dated: New York, New York  
October 30, 2009

  
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 David D. Burnett